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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

St. James Episcopal School Inc.

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AMENDMENTS	
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OTHER FILINGS	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ordered By: _____

Date: _____

T. SMITH DEC 10 1998

As of 11/02/98

ARTICLES OF INCORPORATION
OF
ST. JAMES EPISCOPAL SCHOOL, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I – NAME

The name of the corporation shall be St. James Episcopal School, Inc..

ARTICLE II – ADDRESS

The street address of the principal office and the mailing address of the corporation are 38 South Halifax Drive, Ormond Beach, Florida, 32176.

ARTICLE III – PURPOSE

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To engage exclusively in activities for charitable, religious, and educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, and within these restrictions, to engage in activities including but not limited to the following:

The purposes for which this corporation are organized are as follows:

- (1) To found, establish, conduct maintain, operate and perpetuate Episcopal primary, elementary, and/or secondary schools in Volusia County, Florida, where students may obtain, upon such terms as may be determined, a general education with particular reference to preparing students morally, spiritually, mentally, physically, and intellectually for higher education in colleges and universities; and
- (2) To do any lawful and proper act which may be necessary or expedient for the running maintaining, operating and conducting of such Episcopal school(s).

As an Episcopal school, the corporation accedes to the constitution, canons, doctrine, discipline and worship of the Protestant Episcopal Church in the United States of America, and the constitution and canons of the Protestant Episcopal Church in the Diocese of Central Florida.

The corporation shall have such corporate powers as are granted in Chapter 617 of the Florida Statutes, as amended from time to time, together with such other additional powers as shall be reasonably coexistent and appropriate for the full and proper management of the school(s) herein contemplated.

ARTICLE IV – TYPE OF CORPORATION

The corporation shall be a not for profit corporation.

ARTICLE V – DURATION

The period of duration for the corporation shall be perpetual.

ARTICLE VI – PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

- (1) The corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax laws (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (1) or (2) of the Code.
- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private person; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the proposes set forth in these Articles.
- (3) The powers of this corporation shall be limited by the purposes of the corporation as set forth in Article III above.

ARTICLE VII – TRUSTEES

- (1) The operation and conduct of all of the business and affairs of this corporation shall be managed by a Board of Trustees, which shall consist of no less than ten (10) members of this corporation. The number of Trustees and the manner of their election shall be determined in such a manner as is set fourth in this Article VII and the by-laws of the corporation.
- (2) The Board of Trustees shall have the power to change the number of trustees, within the limits set for in Section 1 of this Article.
- (3) The Bishop of the Diocese of Central Florida (or his designee), and the Rector of St. James Episcopal Church of Ormond Beach, Florida, (or his designee) shall be members of the Board of Trustees with the same rights, privileges and immunities of other Trustees. The Rector shall have spiritual direction of the school. In addition to the Rector, six (6) members of the Board of Trustees shall be communicants in good standing of the St. James Episcopal Church, as allocated within the by-laws, and a majority of the Trustees shall be communicants in good standing of the Episcopal Church as defined in its canons.
- (4) The by-laws of the Corporation shall set forth the method and manner of electing and appointing of Trustees.

ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 38 South Halifax Drive, Ormond Beach, Florida 32176, and the name of the registered agent of the corporation at that address is Carol P. Lankford, as a school Principal.

ARTICLE IX – MEMBERSHIP

The members of this corporation shall be those persons from time to time constituting its Board of Trustees. The vote and acts of the Trustees shall constitute the vote and acts of the members of this corporation for all purposes in which action by the members, as distinguished from action by the Board of Trustees, is required or permitted by law.

ARTICLE X – BY-LAWS

The by-laws of the corporation shall be adopted by the Board of Trustees. The power to alter, amend or repeal the by-laws shall be vested in the Board of Trustees, but must be approved by the Bishop of the Diocese of Central Florida.

ARTICLE XI – DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the corporation shall be distributed to St. James Episcopal Church of Ormond Beach, Florida, and/or the Diocese of Central Florida, Incorporated, as determined by the Board of Trustees and approved by the Bishop of Diocese of Central Florida; provided, that such organizations shall qualify as exempt organizations under Section 501 (c) (3) of the Code. In the event that St. James Episcopal Church of Ormond Beach, Florida, and/or the Diocese of Central Florida, does not so qualify, the assets of the corporation shall be distributed to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes selected by the Board of Trustees as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Code.

ARTICLE XII – AMENDMENT

These Articles may be amended, altered, changed or repealed by a vote of two-thirds (2/3) of the members of the corporation provided, however, that such amendment shall also be approved in writing by the Bishop of the Diocese of Central Florida.

ARTICLE XIII – EFFECTIVE DATE

The effective date of the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing with the Secretary of the State of Florida.

ARTICLE XIV - INCORPORATOR

The name and address of the Incorporator is:

The Reverend August L. Sorvillo, D. Min., Rector
38 South Halifax Drive
Ormond Beach, Florida 32176

In Witness Whereof the undersigned Incorporator has executed these Articles of Incorporation this 1st, day of December, 1998.

August L. Sorvillo +
The Reverend August L. Sorvillo, D.Min., Rector
St. James Episcopal Church

Approved John W. Howe
The Rt. Reverend John W. Howe, D.D.,
Bishop

Date November 19, 1998

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, ST. JAMES EPISCOPAL SCHOOL, INC.
hereby designates Carol P. Lankford and 38 South Halifax Dr., Ormond Beach, Florida 32176,
as its registered agent and the street address of its registered office, respectively, for service
of process within the State of Florida.

ST. JAMES EPISCOPAL SCHOOL, INC.

By: August L. Sorvillo, D. Min.
The Reverend August L. Sorvillo, D. Min.,
Rector St. James Episcopal Church

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of ST. JAMES
EPISCOPAL SCHOOL, INC. for service of process within the State of Florida.

Carol P. Lankford
Carol P. Lankford

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